

Kristi A. Katsma
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500 Woodward Avenue
Suite 4000
Detroit, MI 48226
313.223.3500

A Key Ordinary Course Counsel for Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF NEW YORK

-----	X	
	:	Chapter 11
In re	:	
	:	
DELPHI CORPORATION, <u>et al.</u>	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	

**SUMMARY SHEET PURSUANT TO THE UNITED STATES TRUSTEE GUIDELINES
FOR REVIEWING APPLICATION FOR COMPENSATION AND REIMBURSEMENT
OF EXPENSES UNDER 11 U.S.C. 330**

Name of Applicant:	<u>Dickinson Wright PLLC</u>
Authorized to provide Professional Services to:	<u>Delphi Corporation, et al.</u>
Date of Retention Order (Docket No. 2772)	<u>March 9, 2006</u>
Period for which compensation and reimbursement is sought:	<u>June 1, 2007 through August 15, 2007</u>
Amount of Compensation requested:	<u>\$55,489.50</u> including 20% holdback
Amount of Expense Reimbursement requested:	<u>\$4,820.89</u>
This is an (a): <u> X </u> Interim <u> </u> Final Application	

Hearing Date: TBD
Objection Deadline: TBD

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A Key Ordinary Course Counsel for Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF NEW YORK

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	:	Chapter 11
In re	:	
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	

**SIXTH INTERIM APPLICATION OF DICKINSON WRIGHT PLLC FOR ORDER
AUTHORIZING AND APPROVING COMPENSATION FOR SERVICES RENDERED
FROM JUNE 1, 2007 THROUGH AUGUST 15, 2007**

Dickinson Wright PLLC ("Dickinson Wright") as a key ordinary course counsel for Delphi Corporation and its Subsidiaries and Affiliates (collectively, "Delphi") as Debtors and Debtors-in-Possession in the above captioned cases (the "Reorganization Cases"), submits this Sixth Interim Application (the "Sixth Interim Application") seeking interim allowance and payment of compensation under 11 U.S.C. §§ 330 and 331 for the period from June 1, 2007 through August 15, 2007 (the "Application Period"), and attaches hereto as Exhibit A the form of Order approving this Sixth Interim Application that Dickinson Wright seeks. Dickinson Wright submits this Sixth Interim Application for allowance of compensation for professional services

rendered by Dickinson Wright to Delphi. Pursuant to this Court's Supplemental Order Under 11 U.S.C. § 327, 330 and 331 Authorizing Retention of Professionals Utilized By Debtors In Ordinary Course of Business, the formal retention of Dickinson Wright through the bankruptcy court has been terminated with the Debtors hereafter permitted to pay up to a set maximum amount of monthly fees incurred after the Application Period outside of the bankruptcy process. Dickinson Wright certifies that the Debtors and their reorganization counsel have received a copy of this Sixth Interim Application and that a copy has been served on the office of the U.S. Trustee and Counsel for the Official Committee of Unsecured Creditors. In support of the Sixth Interim Application, Dickinson Wright respectfully represents as follows:

I. PRELIMINARY STATEMENT

1. Dickinson Wright began performing services for the Debtors as a key ordinary course professional toward the end of the First Interim Period, i.e., the period from the commencement of the case through January 31, 2006, and has continued to perform services for the Debtors throughout the Application Period. For the Application Period, Dickinson Wright requests that this Court authorize total compensation to Dickinson Wright in the amount of \$55,489.50, together with expenses in the amount of \$4,820.89.

II. BACKGROUND

2. On October 8, 2005 (the "Initial Filing Date"), Delphi and certain of its U.S. subsidiaries (the "Initial Filers") filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1130, as amended (the "Bankruptcy Code"). On October 14, 2005, three additional U.S. subsidiaries of Delphi (together with the Initial Filers, collectively, the "Debtors") also sought reorganization relief. The Debtors

continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(b) and 1108 of the Bankruptcy Code. This court entered orders directing the joint administration of the Debtor's chapter 11 cases (docket nos. 28 and 404).

3. On October 17, 2005, the Office of the United States Trustee appointed an official committee of unsecured creditors. No trustee or examiner has been appointed in the Debtors' cases.
4. On May 5, 2006 the Bankruptcy Court entered its Order (Docket No. 3630) establishing a Fee Committee, which thereafter established its Fee Protocol.
5. Because of the size and complexity of the Debtors' businesses, the Debtors have typically made use of outside counsel to assist the Debtors in the many facets of their businesses. The Debtors have continued to use outside counsel since the filing date for such purposes, and on October 8, 2005 Debtors moved for entry of an order authorizing the retention of designated law firms as Ordinary Course Professionals. One of the firms so designated was Dickinson Wright. The Bankruptcy Court entered its order on November 4, 2005 approving such motion (docket no. 883).
6. Subsequent to the entry of the above Order, a number of intellectual property attorneys performing services for the Debtors joined Dickinson Wright. As a result, the Debtors submitted an application to the Bankruptcy Court for an order authorizing the employment and retention of Dickinson Wright as intellectual property counsel and as litigation and corporate and commercial counsel to the Debtors as of January 13, 2006. By order of the Bankruptcy Court dated March 9,

2006 (the "Dickinson Wright Order") (docket no. 2772), the Bankruptcy Court approved the retention of Dickinson Wright to perform intellectual property services, litigation and corporate and commercial transactional work for the Debtors, effective as of January 13, 2006. Dickinson Wright then became subject to the Order of the Bankruptcy Court dated November 4, 2005 setting forth procedures for interim compensation (the "Interim Compensation Order") (docket no. 869), to the Guidelines for Reviewing Applications for Compensation & Reimbursement of Expenses filed under 11 U.S.C. § 330 and to the Amended Guidelines for Fees and Disbursements, promulgated by this Court (collectively, the "Guidelines").

III. PROCEDURES AND MONTHLY FEE STATEMENTS

7. Dickinson Wright charges legal fees on an hourly basis at its attorneys' individual hourly rates, which are based on the individual attorney's seniority and experience, and which are adjusted from time to time. Dickinson Wright also charges for actual out-of-pocket expenses incurred, such as court services, telecopies, computerized research, delivery services, photocopies, long distance phone calls, fees associated with ongoing litigation, travel and other costs necessarily incurred in connection with representation of its clients. Dickinson Wright's fee structure and expense reimbursement policies were disclosed in the Debtor's application to retain Dickinson Wright, to which no party objected and which this Court approved in the Dickinson Wright order.
8. As required by the Interim Compensation Order, Dickinson Wright certifies that a copy of this Sixth Interim Application has been served on the Notice Parties

defined in Section 2(a) of the Interim Compensation Order. In addition, Dickinson Wright has served notice of the hearing on the Sixth Interim Application on parties as required by the Interim Compensation Order. Dickinson Wright submits that no other or further notice need be given.

9. In compliance with the Interim Compensation Order, on or before the last day of each month following the month for which compensation was sought, Dickinson Wright has furnished to the Notice Parties a monthly statement of all professional fees and disbursements incurred during the preceding calendar month. The Notice Parties have had more than 15 days to review any such statement, and 45 days after the month for which compensation is sought to serve upon Dickinson Wright and Notice Parties a written "notice of objection" to fee statements. At the expiration of such 45 day period, the Interim Compensation Order requires that the Debtors pay 80% of the fees and 100% of the expenses identified in each monthly statement. Dickinson Wright has received such percentages of its invoices for its services during the Application Period, and expects to receive an additional 10% of its fees, as provided for in the Fourth Supplemental Order of the Bankruptcy Court dated July 12, 2006, as no objections were filed during the objection period.
10. Dickinson Wright has not received any retainer from the Debtors.
11. To the best of Dickinson Wright's knowledge, information and belief, the Debtors have sufficient funds on hand to pay the compensation requested herein.

12. To the best of Dickinson Wright's knowledge, information and belief, the Debtors have filed with the U.S. Trustee all monthly operating reports presently due, and have paid all quarterly fees to the U.S. Trustee that are presently due.
13. Dickinson Wright is providing in this Sixth Interim Application a general description of the services rendered during the Application Period and has dispensed with a discussion of the legal standards for granting fee applications. An index of the actual time records of each professional are appended as Exhibit C to the Sixth Interim Application. The records are voluminous and will be provided upon request to the undersigned, thereby providing a detailed accounting of the services provided for consideration by the Notice Parties and the Court.

IV. SERVICES PERFORMED

14. During the Application Period, Dickinson Wright performed services on several contract matters for the Debtors, including agreements with Specialty Coatings Systems, Victory, Accurri, the lessor of the Lake Orion property. In addition Dickinson Wright worked on several pending intellectual property matters.

V. SUMMARY OF COMPENSATION REQUESTED AND SERVICES RENDERED TO THE DEBTORS DURING THIS PERIOD.

15. Dickinson Wright seeks approval of professional fees in the amount of \$55,489.50 and expenses of \$4,820.89. Exhibit B is a table listing the name of the attorneys and interns who have worked for the Debtors during the Application Period, their hourly rates and the amounts billed, in addition to other summary

information required by the Guidelines. Exhibit B also lists the costs incurred by categories and shows the amount for each category.

16. For purposes of the summaries below, the matters to which Dickinson Wright gave attention during the Application Period are listed by matter number. Under each matter number, the tasks are explained more fully.
17. Professional Retention/Fee Application (25980-99). During the Application Period, Dickinson Wright gathered information for and assisted in (i) advice to non-bankruptcy lawyers as to special time entry procedures, (ii) preparation of Application for Compensation, (iii) discussing and resolving objections by the Fee Committee, and (iv) preparation of the monthly fee statements due during the period.

<u>TIMEKEEPER</u>	<u>RATE</u>	<u>TOTAL HOURS BILLED</u>	<u>FEES INCURRED</u>
Edgar C. Howbert	\$450.00	3.0	\$1,350.00
Kristi A. Katsma	\$300.00	5.0	<u>\$1,500.00</u>
Total:			\$2,850.00

18. General Commercial Contracts (25980-96). This matter involved advice by Christopher Maeso and others on a variety of agreements between Delphi and suppliers, including Specialty Coating Systems, Victory Packaging and Accurri.

<u>TIMEKEEPER</u>	<u>RATE</u>	<u>TOTAL HOURS BILLED</u>	<u>FEES INCURRED</u>
Roger H. Cummings	\$415.00	1.6	\$664.00

Christopher C. Maeso	\$220.00	82.8	<u>\$18,216.00</u>
		Total	\$18,880.00

19. Lease Extension – Lake Orion, Township (25980-100). This matter involved advice and preparation of a revised Second Amendment to Lease Agreement by Laurence E. Winokur.

<u>TIMEKEEPER</u>	<u>RATE</u>	<u>TOTAL HOURS BILLED</u>	<u>FEES INCURRED</u>
Laurence E. Winokur	\$385.00	7.1	\$2,733.50

20. US Patent Apparatus for Controlling Thermal Interface Between Cold Plate and Integrated Circuit Chip (604080-62). This matter involved advice by Raymond Meiers related to patent application.

<u>TIMEKEEPER</u>	<u>RATE</u>	<u>TOTAL HOURS BILLED</u>	<u>FEES INCURRED</u>
Raymond C. Meiers, Jr.	\$250.00	.5	\$125.00

21. US Patent Application Variable Position, Low Profile Shutter Valves (604080-65). This matter involved advice and preparation of patent application by Stacey Fluhart.

<u>TIMEKEEPER</u>	<u>RATE</u>	<u>TOTAL HOURS BILLED</u>	<u>FEES INCURRED</u>
Stacey A. Fluhart	\$90.00	50.0	\$4,500.00

22. US Patent Application Thermosiphon for Laptop Computers Comprising a Boiling Chamber With a Square Wave (604080-66). This matter involved advice and preparation of patent application by Rachael Wechter.

<u>TIMEKEEPER</u>	<u>RATE</u>	<u>TOTAL HOURS BILLED</u>	<u>FEES INCURRED</u>
Rachael A. Wechter	\$90.00	50.0	\$4,500.00

23. US Patent Application Evaporatively Cooled Consenser (604080-67). This matter involved advice and preparation of patent application by Steven Hurles.

<u>TIMEKEEPER</u>	<u>RATE</u>	<u>TOTAL HOURS BILLED</u>	<u>FEES INCURRED</u>
Steven C. Hurles	\$90.00	50.0	\$4,500.00

24. US Patent Application Evaporatively Precooled Seat in a Passenger Compartment (604080-68). This matter involved advice and preparation of patent application by Jeffrey Gendzwill.

<u>TIMEKEEPER</u>	<u>RATE</u>	<u>TOTAL HOURS BILLED</u>	<u>FEES INCURRED</u>
Jeffrey Gendzwill	\$110.00	40.0	\$4,400.00

25. US Patent Application Non-Cylindrical Refrigerant Distributor Tube (604080-69). This matter involved advice and preparation of patent application by James Bonnamy.

<u>TIMEKEEPER</u>	<u>RATE</u>	<u>TOTAL HOURS BILLED</u>	<u>FEES INCURRED</u>
James P. Bonnamy	\$90.00	50.0	\$4,500.00

26. US Patent Application Distributor Tube Subassembly (604080-70). This matter involved advice and preparation of patent application by James Bonnamy.

<u>TIMEKEEPER</u>	<u>RATE</u>	<u>TOTAL HOURS BILLED</u>	<u>FEES INCURRED</u>
James P. Bonnamy	\$90.00	50.0	\$4,500.00

27. US Patent Application Low Thermal Spread Battery Module (604080-91). This matter involved advice and preparation of patent application by Jeffrey Gendzwill.

<u>TIMEKEEPER</u>	<u>RATE</u>	<u>TOTAL HOURS BILLED</u>	<u>FEES INCURRED</u>
Jeffrey Gendzwill	\$110.00	8.5	\$935.00

28. US Patent Indicial HVAC Climate Control Seats (604080-93). This matter involved advice and preparation of patent application by Matteo D. Pedini.

<u>TIMEKEEPER</u>	<u>RATE</u>	<u>TOTAL HOURS BILLED</u>	<u>FEES INCURRED</u>
Matteo D. Pedini	\$90.00	26.6	\$2,394.00

29. US Trademark Application Inteva Products (604080-95). This matter involved a trademark search by John Seurnyck..

<u>TIMEKEEPER</u>	<u>RATE</u>	<u>TOTAL HOURS BILLED</u>	<u>FEES INCURRED</u>
John P. Seurnyck	\$240.00	2.8	\$672.00

VI. HOURLY RATES

30. The hourly rates of all professionals rendering services in this during the Application Period are set forth on Exhibit B. Dickinson Wright submits that these rates are reasonable and within the range of customary rates in the Eastern District of Michigan, as well as in the Southern District of New York, for professionals of similar experience. Exhibit B also sets forth the year of admittance to each attorney's bar, the number of hours billed during the Application Period and the total fees attributable to each professional, as well as

other summary information required by the Guidelines. The interns listed on Exhibit B are college graduates with engineering degrees, who are also law students or lawyers and whose function under an arrangement with Delphi is to work up patent applications for Delphi at pre-arranged fees.

VII. DESCRIPTION OF PROFESSIONAL EDUCATION AND EXPERIENCE

31. The biographies of the primary attorneys employed by Dickinson Wright who rendered services in this case during the Application Period are attached as Exhibit D.

VIII. NO SHARING OF COMPENSATION

32. No agreement has been made, directly or indirectly, and no understanding exists, for a division of compensation herein between Dickinson Wright and any other person or persons, contrary to any applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the local rules or state law.

IX. COMPLIANCE WITH GUIDELINES

33. As set forth in the Certification of Kristi A. Katsma With Respect to Sixth Interim Application of Dickinson Wright PLLC for Order Authorizing and Approving Compensation (attached hereto as Exhibit E), Dickinson Wright has complied fully with the Guidelines, to the extent applicable.

X. CONCLUSION

WHEREFORE, Dickinson Wright respectfully requests that this Court enter an Order, substantially in the form attached hereto as Exhibit A authorizing and approving compensation in the amount of \$55,489.50 for professional fees and expenses of \$4,820.89 for the Application Period. Dickinson Wright also requests that this Court grant such further relief as may be deemed just and proper.

Dated: November 14 2007

DICKINSON WRIGHT PLLC

By: /s/Kristi A. Katsma
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Detroit, MI 48226
313.223.3500
kkatsma@dickinsonwright.com

*A Key Ordinary Course Counsel for the
Debtors and Debtors-in-Possession*

DETROIT 25980-99 1003226v1

EXHIBIT A

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Detroit, MI 48226
313.223.3500

A Key Ordinary Course Counsel for Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF NEW YORK

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	:	Chapter 11
In re	:	
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	

**[PROPOSED] ORDER APPROVING SIXTH INTERIM APPLICATION FOR
COMPENSATION OF DICKINSON WRIGHT PLLC, A KEY ORDINARY COURSE
COUNSEL TO THE DEBTORS FOR SERVICES RENDERED
FROM JUNE 1, 2007 THROUGH AUGUST 15, 2007**

THIS MATTER having come before the Court, on the application dated November 14, 2007 (the "Sixth Interim Application"),¹ wherein Dickinson Wright PLLC ("Dickinson Wright") moved this Court for an order pursuant to 11 U.S.C. §§ 330 and 331, seeking approval of compensation for services rendered by Dickinson Wright from June 1, 2007 through August 15, 2007; the Court finds that (i) it has jurisdiction over the matters raised in the Sixth Interim Application pursuant to 28 U.S.C. §§ 157 and 1334; (ii) this is a core proceeding pursuant to 28 U.S.C. §§ 157(b)(2); (iii) the relief requested in the Sixth Interim Application is necessary and appropriate; (iv) proper and adequate notice of the Sixth Interim Application and the hearing

¹ Unless otherwise defined herein, all capitalized terms shall have the meaning ascribed to them in the First Interim Application

EXHIBIT A

thereon has been given and that no other or further notice is necessary; and (v) good and sufficient cause exists for the granting of the relief requested in the Sixth Interim Application after having given due deliberation upon the Sixth Interim Application and all of the proceedings had before the Court in connection with the Sixth Interim Application. Therefore,

IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. The Sixth Interim Application meets the requirements of the Bankruptcy Code and the compensation and reimbursement of expenses sought in the Sixth Interim Application are both fair and reasonable.

2. The Sixth Interim Application is hereby approved in its entirety, and compensation for the Sixth Interim Period in the total amount of \$55,489.50 is hereby approved, and the Debtors are hereby authorized and directed to pay Dickinson Wright the unpaid portion of such compensation, including the \$5,548.95 holdback, together with expenses incurred in the amount of \$4,820.89, to the extent remaining unpaid.

Dated: New York, New York
_____, 2007

ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

Submitted by
Dickinson Wright PLLC

By: /s/ Kristi A. Katsma
Kristi A. Katsma
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500 Woodward Avenue
Suite 4000
Detroit, MI 48226
313.223.3500

*A Key Ordinary Course Counsel for
Debtors and Debtors-in-Possession*

DETROIT 25980-99 1003221v1

EXHIBIT B

SUMMARY SHEET

In re: Delphi Corporation

CASE NO. 05-44481 (RDD) (CHAPTER 11)

Name of Applicant: Dickinson Wright PLLC

Role: A Key Ordinary Course Counsel to the Debtors

Current Application:	Fees Requested:	\$55,489.50
	Expenses Requested:	\$ <u>4,820.89</u>

RETAINER PAID: \$0

A. Summary of Timekeepers

<u>Timekeeper</u>	<u>Year Admitted</u>	<u>Dept.</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
<u>Attorneys</u>					
James P. Bonnamy		Intellectual Property	\$90	100.0	\$9,000.00
Roger H. Cummings	1975	Intellectual Property	\$415	1.6	\$664.00
Stacey A. Fluhart		Intellectual Property	\$90	50.0	\$4,500.00
Jeffrey Gendzwill		Intellectual Property	\$110	48.5	\$5,335.00
Edgar C. Howbert	1966	Bankruptcy	\$450	3.0	\$1,350.00
Steven C. Hurles		Intellectual Property	\$90	50.0	\$4,500.00
Kristi A. Katsma	1995	Bankruptcy	\$300	5.0	\$1,500.00
Christopher C. Maeso	1995	Corporate	\$220	82.8	\$18,216.00
Raymond C. Meiers Jr.	2000	Intellectual Property	\$250	.5	\$125.00
Matteo D. Pedini		Intellectual Property	\$90	26.6	\$2,394.00
John P. Seurnynck	1996	Intellectual Property	\$240	2.8	\$672.00
Rachel A. Wechter		Intellectual Property	\$90	50.0	\$4,500.00
Laurence E. Winokur	1970	Real Estate	\$385	7.1	\$2,733.50
Total Hours				427.9	
Attorney Totals					\$55,489.50

Attorney Blended Rate					\$245.72
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COSTS

Copying	\$71.00
Long Distance Phone Calls	\$76.49
Miscellaneous	\$4,673.40
TOTAL:	\$4,820.89

EXHIBIT C

INDEX OF INVOICES BY MATTER NUMBER

1. General Commercial Contracts 25980-96
2. Retention and Fee Application Work 25980-99
3. US Patent Application Apparatus for Controlling Thermal Interface Between Cold Plate and Integrated Circuit Chip 604080-62
4. US Patent Application Evaporatively Precooled Seat in a Passenger Compartment 604080-68
5. US Patent Application Non-Cylindrical Refrigerant Distributor Tube 604080-69
6. General Commerical Contracts 25980-96
7. Retention and Fee Application Work 25980-99
8. US Patent Application Position, Low Profiles Shutter Valves 604080-65
9. US Patent Application Distributor Tube Subassembly 604080-70
10. General Commercial Contracts 25980-96
11. Retention and Fee Application Work 25980-99
12. Lease Extension – Lake Orion, Township 25980-100
13. US Patent Application Thermosiphon for Laptop Computers Comprising a Boiling Chamber with a Square Wave 604080-66
14. US Patent Application Evaporatively Cooled Condenser 604080-67
15. US Patent Application Low Thermal Spread Battery Module 604080-91
16. US Patent Application Individual HVAC Climate Control Seats 604080-93
17. US Trademark Application Inteva Products 604080-95



Roger H. Cummings

Member

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Areas of Practice Emphasis

- Corporate
- Intellectual Property
- Business Technology
- Mergers & Acquisitions
- Antitrust & Trade Regulation
- International
- Minority Business Enterprises
- Schools & Educational Institutions

Prominent Assignments

- Regularly counsel international and domestic clients concerning wide range of corporate issues regarding U.S.-based business
- Corporate counseling and contract negotiations involving joint ventures, strategic alliances, mergers/acquisitions, and related agreements
- Antitrust and trade regulation counseling
- Drafting and negotiating wide variety of contracts and licenses regarding design, development, maintenance, sale, warranty, and related matters associated with automotive vehicles, systems, and components, at all levels
- Counsel for intellectual property matters, such as:
 - intellectual property matters for selling corporation in \$1 billion divestiture;
 - joint venture agreements for design, development and/or supply of products such as automotive seating systems, recliners, brake lines and safety system components (air bag inflators), and other technologies such as thin-film solar/photovoltaic cells and nickel-metal-hydride batteries;
 - product development and technology licensing agreements;
 - OEM, tier one/lower tier purchase order/supply agreement terms and conditions, nondisclosure - nonanalysis agreements, product/technology development agreements, and related matters;
 - intellectual property matters in troubled supplier/workout situations including accommodation/license agreements;
 - intellectual property matters in agreements with the government, such as an OEM hybrid vehicle project with DOE, and agreements involving universities and USCAR;
 - agreements for design/fabrication of prototype vehicles; and
 - clickwrap license agreements including, for example, vehicle diagnostic systems and data for specialty

equipment manufacturers

Education

- J.D. (magna cum laude), Harvard Law School, 1974
- Law Clerk: Honorable J. Edward Lumbard, United States Court of Appeals for the Second Circuit, 1974-1975
- B.A. in Economics (summa cum laude), Amherst College, 1971

Admitted to Practice

- Michigan, 1981
- New York, 1975

Professional and Community Involvement

- Member, Board of Trustees, Garrett-Evangelical Theological Seminary (Evanston, Illinois)

Publications and Presentations

- American Bar Association, Section of International Law & Practice, Co-editor (with David Goldsweig, formerly of General Motors and Delphi Automotive Systems), International Joint Ventures: A Practical Approach to Working with Foreign Investors in the U.S. and Abroad (2nd Edition), 1990

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Edgar C. Howbert

Member

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Areas of Practice Emphasis

- Banking & Financial Services
- Bankruptcy
- Mergers & Acquisitions

Representative Clients

- JP Morgan Chase Bank, N.A.
- Borders Group, Inc.
- Altarum Institute (formerly Environmental Research Institute of Michigan)

Prominent Assignments

- Counsel to JPMorgan Chase Bank, N.A. in numerous credit-based and asset-based loan transactions
- Counsel to JP Morgan Chase Bank, N.A. as Agent in the Chapter 11 proceedings of Aetna Industries, Inc, Zenith Industrial Corporation, The Ingersoll Milling Machine Company, Fleming Packaging Corporation, and others
- Counsel to Debtors and Creditors Committees in Chapter 11 proceedings
- Counsel to Borders Group, Inc. in connection with its borrowing transactions
- Counsel to various corporations, e.g., Fred Sanders, Weaver Exploration Company, Palace Quality Service Industries, Inc. on general corporate matters, including both public and private offerings of stock

Education

- L.L.B. (cum laude), Harvard Law School, 1965
- A.B. (cum laude), Princeton University, 1959

Admitted to Practice

- Michigan, 1966

Professional and Community Involvement

- Member of Board of Directors and General Counsel, Turnaround Management Association (1993-2005)
- General Counsel, Association of Certified Turnaround Professionals, Inc. (1996-2005)

- Member, Debtor and Creditor Section of Metropolitan Detroit Bar Association
- Member, American Bankruptcy Institute
- Former President, Board of Trustees, Franklin-Wright Settlements, Inc.
- Former President, Board of Trustees, Friends School in Detroit
- Former member, Board of Trustees, University Liggett School
- Director, Detroit Youth Foundation

Publications and Presentations

- Digest of Commercial Laws of the World, "State Variations of Commercial Law for Michigan"
- Co-author of *Strategies for Secured Creditors in Workouts and Foreclosures*, American Law Institute and American Bar Association, 2004

Acknowledgements

- Listed in Best Lawyers in America (Bankruptcy)
- Michigan *SuperLawyers* (Banking)

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Areas of Practice Emphasis

- Bankruptcy
- Corporate
- Mergers & Acquisitions
- Banking & Financial Services

Representative Clients

- Daimler Chrysler Company, LLC
- Magna International, Inc.
- Johnson Controls, Inc.
- Visteon Corporation
- LaSalle Bank
- Caterpillar Financial Corporation
- JP Morgan Chase Bank

Prominent Assignments

- Counsel to various OEM and Tier One automotive clients in resolving distressed supplier situations, protecting production, and resourcing.
- Counsel to financial institutions and secured lenders in managing distressed debtors, restructurings, workouts and bankruptcy matters.
- Counsel to clients, in various industries, in relation to purchase orders, long term agreements and other contractual matters.
- Counsel to various parties in merger and acquisition transactions.

Education

- J.D., University of Michigan Law School, 1995
- B.S. in Economics (magna cum laude), Western Michigan University, 1992

Admitted to Practice

- Michigan, 1995

Professional and Community Involvement

- Member, State Bar of Michigan
- Member, American Bar Association
- Board Member, Washtenaw County Bar Association, Past
- President, Washtenaw County Young Lawyers Association, Past
- Board Member, Detroit Center City Community Mental Health

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Areas of Practice Emphasis

- Corporate
- Mergers & Acquisitions
- Banking & Financial Services
- Private Equity
- Securities
- Real Estate

Representative Clients

- Delphi Corporation
- Crestmark Bank
- Blue Cross Blue Shield of Michigan
- Poof-Slinky, Inc.
- Magna International, Inc.
- Olga's Kitchen, Inc.
- Seligman & Associates

Prominent Assignments

- Borrower's counsel on a \$2.8 billion financing
- Representation of a NYSE listed company in all of their securities law matters; representation of NASDAQ listed company on select securities law issues
- Chief counsel for a local bank on all corporate, commercial and loan documentation matters
- Corporate and acquisition counsel for major companies in the automotive supply, manufacturing, toy, restaurant, banking, technology and other industries
- Counsel to private equity funds
- Drafting master form commercial documents for a Tier One automotive supplier and Fortune 100 company

- Negotiating and closing a complex joint venture arrangement between an Internet start-up and Fortune 100 company
- Representation of various parties in commercial real estate purchase, sale and leasing transactions

Education

- B.A., University of Michigan, 1992
- J.D., University of Michigan Law School, 1994

Admitted to Practice

- Michigan, 1995
- Illinois, 1995

Professional and Community Involvement

- Member of the State Bar of Michigan
- Former Member of the Board of Directors for the Michigan Hispanic Bar Association
- Member of the Board of Directors of the Technology Law and Training Advisory Board for the Institute of Continuing Legal Education

Publications and Presentations

- Guest Lecturer at Hillsdale College undergraduate entrepreneur's course – Spring 2005 and 2006
- Privacy Policies Don't Draft Away One of Your Client's Most Valuable Assets, Michigan Business Law Journal

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Raymond C. Meiers, Jr.

Of Counsel

rmeiers@dickinsonwright.com

Phone: 248.433.7393

Fax: 248.433.7274

Areas of Practice Emphasis

- Intellectual Property

Representative Clients

- Rolls Royce Aircraft Engines
- Kellogg Company
- Federal-Mogul Corporation
- Delphi Corporation

Prominent Assignments

- Experience in all aspects of U.S. patent prosecution including drafting and filing utility, provisional and design patent applications; re-examination, reissue and correction of previously granted patents; and interference proceedings
- Experience directing foreign associates in prosecuting international patent applications to maximize the scope of rights, including applications in China, Russia, Japan, Germany, United Kingdom, Australia, Mexico and Canada
- Substantive experience acquiring patent rights in numerous technology areas including:
 - Aircraft engines, including lubrication scavenge systems and shaft coupling systems
 - Automotive systems, including chassis, brakes, steering columns, and climate control
 - Building & construction, including tools and fixtures
 - Edible products, including appearance, formulations, and food manufacturing processes
 - General electromechanical & mechanical devices, including clamps, weld guns, valves, ball screws and constant velocity joints
 - Heat transfer systems, including evaporators/condensers, geothermal systems, vortex tubes and Stirling cycle applications
 - Manufacturing & assembly systems, including robotic manipulators, endless conveyors and modular production arrangements
 - Material science, including laser treatment of surfaces, electro-chemical machining and metal casting
 - Packaging systems, including packaging materials and packaging processes
 - Textiles, including fabric formation and laminating
- Experience in providing counsel to clients on competitors' patents, including providing opinions on matters of non-infringement, invalidity, freedom to practice and design-arounds
- Experience in providing counsel to clients on intellectual property asset management, including drafting technology exchange and transfer agreements, license agreements and intellectual property due diligence associated with mergers and acquisitions

- Five years of full-time work experience as an engineer designing, developing and marketing products prior to entering law school, including three years in product engineering and two years in sales engineering
- Legal extern with the patent department of the Procter & Gamble Company during law school
- Judicial extern for Justice Alice Robie Resnick of the Ohio Supreme Court during law school

Education

- J.D., University of Cincinnati College of Law, 2000
- B.S.M.E., University of Toledo, 1992

Admitted to Practice

- Michigan, 2000
- U.S. Patent and Trademark Office, 2002
- Ohio, 2007

Professional and Community Involvement

- American Intellectual Property Law Association (Member, Management of IP Assets Committee)
- Intellectual Property Owners Association (Member, IP Valuation and Taxation Committee)
- Michigan Intellectual Property Lawyers Association
- American Society of Mechanical Engineers

Publications and Presentations

- IP Today, "The Interplay between Trade Secrets and the First Inventor Defense", August 2007
- Global Intellectual Property Asset Management Report, "Protecting Product Designs in Europe Has Become Easier", June 2007
- Organizer, "The Impact of Medimmune on Future Licensing" Educational Session, American Intellectual Property Law Association Spring Meeting, May 2007, Boston
- Organizer, "IP Valuation" Educational Session, American Intellectual Property Law Association Spring Meeting, May 2006, Chicago
- Author, "Community Design Protection in the European Union," Dickinson Wright Intellectual Property Law Update, Fall 2006



John P. Seuryneck

Of Counsel

jseuryneck@dickinsonwright.com

Phone: 248.433.7394

Fax: 248.433.7274

Areas of Practice Emphasis

- Intellectual Property
- Commercial & Business Litigation
- Information Technology & Security Law

Prominent Assignments

- Counsel clients in the clearance, availability, and use of trademarks as well as advertising and unfair competition matters
- Represent clients in litigation involving the prosecution and defense of trademark, copyright, and patent rights
- Participate in all aspects of trademark prosecution and appeals as well as cancellation and opposition proceeding
- Extensive experience in international trademark law involving trademark clearance and prosecution as well as the enforcement of international rights through litigation, administrative proceedings and other anti-counterfeiting activities
- Manage world wide trademark portfolio for Fortune 500 company

Education

- J.D., University of Detroit Mercy School of Law, 1996
 - Best Oralist, Professional Responsibility Competition, 1995
 - 1st Place-Best Oral Advocacy, G. Mennen Williams Moot Court, Competition, 1994
- B.A., Wayne State University, 1992

Admitted to Practice

- Michigan, 1996
- Illinois, 2000
- U.S. District Court Eastern District of Michigan, 1996
- U.S. District Court Western District of Michigan, 1997
- U.S. Court of Appeals 6th Circuit, 1999
- U.S. Patent and Trademark Office, 2002

Professional and Community Involvement

- Member, State Bar of Michigan (Intellectual Property Law Section)
- Member, State Bar of Illinois
- International Trademark Association
- Michigan Intellectual Property Law Association

Previous Experience

- In house Counsel for U.S. Cellular Corporation
- Judicial Intern for the Honorable Patrick J. Duggan, Justice of the U.S. District Court for the Eastern District of Michigan
- Attorney for the Office of Corporation Counsel for the City of Dearborn
- Intern for the Wayne County Prosecutor's Office in the Environmental Division, 1996-1997

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Laurence E. Winokur

Member

lwinokur@dickinsonwright.com

Phone: 248.433.7263

Fax: 248.433.7274

Areas of Practice Emphasis

- Real Estate

Representative Clients

- Oakland Mall
- York Properties, Inc.
- Maple Leaf Properties

Prominent Assignments

- Experienced in real estate development, real estate finance and mortgage lending, and leasing
- Represented various developers in acquisition, development, and leasing of projects

Education

- J.D., University of Michigan Law School
- B.A., University of Michigan

Admitted to Practice

- Michigan, 1970
- U.S. District Court, Eastern District of Michigan 1971

Professional and Community Involvement

- Member, American Bar Association
- Member, State Bar of Michigan Real Property Section and Business Law Section
- Frequent lecturer at real estate seminars throughout the nation

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EXHIBIT E

Kristi A. Katsma
DICKINSON WRIGHT PLLC
500 Woodward Avenue
Suite 4000
Detroit, MI 48226
313.223.3500

A Key Ordinary Course Counsel for Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF NEW YORK

-----	X	
	:	Chapter 11
In re	:	
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	

**CERTIFICATION OF KRISTI A. KATSMAS WITH RESPECT TO
SIXTH INTERIM APPLICATION OF DICKINSON WRIGHT PLLC
FOR ORDER AUTHORIZING AND APPROVING COMPENSATION**

I, Kristi A. Katsma, hereby declare:

1. I am a member of the law firm of Dickinson Wright PLLC, a key ordinary course counsel for Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, as debtors and debtors-in-possession (collectively, the "Debtors") in the above-captioned Chapter 11 cases. If called as a witness, I could and would competently testify to the matters set forth in this declaration.

2. I make this certification with respect to the Sixth Interim Application Of Dickinson Wright PLLC For Order Authorizing and Approving Compensation (the "Sixth Interim Application") in compliance with Federal Rule of Bankruptcy Procedure § 2016. In that respect, I hereby certify:

(i) I have read the Sixth Interim Application;

(ii) The Sixth Interim Application is the sixth fee application submitted by Dickinson Wright in the above-captioned case for post-petition compensation;

(iii) On October 8, 2005, Delphi and certain of its subsidiaries filed petitions for relief under chapter 11 of title 11 of the United States Bankruptcy Code; On October 14, 2005, three additional subsidiaries of Delphi filed such petitions; Orders were subsequently entered authorizing joint administration of the cases;

(iv) On March 9, 2006, the Court entered an order granting the application to employ Dickinson Wright as an intellectual property, litigation and corporate and commercial transactional counsel to the Debtors;

(v) Dickinson Wright has assisted the Debtors in connection with their retention of Dickinson Wright and has provided counsel and expertise to the Debtors by providing advice and services to the Debtors on four contract matters.

(vi) In general, Dickinson Wright's attorney billing rates were constant over the period covered by the Sixth Interim Application;

(vii) To the best of my knowledge, information and belief, formed after reasonable inquiry, the compensation and reimbursement sought in the Sixth Interim Application is in conformity with Federal Rule of Bankruptcy Procedure 2016, and the Guidelines for Reviewing Applications for Compensation & Reimbursement of Expenses filed under 11 U.S.C. § 330, to the extent applicable; and

(viii) The compensation and reimbursement requested in the Sixth Interim Application are billed at rates, and in accordance with practices, no less favorable than those customarily employed by Dickinson Wright and generally accepted by its clients.

3. No agreement or understanding exists between Dickinson Wright and any other person for the sharing of compensation. Dickinson Wright's fees, costs and expenses have not been paid or promised to be paid, by any third party to Dickinson Wright.

4. Copies of the fee statements maintained in the ordinary course of business by Dickinson Wright that reflect services rendered and expenses incurred and recorded by Dickinson Wright are filed concurrently herewith.

5. I declare under penalty of perjury that the foregoing is true and correct and that this declaration was executed on the 14th day of November, 2007, in Detroit, Michigan.

/s/ Kristi A. Katsma

Kristi A. Katsma
Dickinson Wright PLLC
500 Woodward Avenue, Suite 4000
Detroit, MI 48226
313.223.3500

*A Key Ordinary Course Counsel for Debtors and
Debtors-in-Possession*

Edgar C. Howbert (MI-P15181)
Kristi A. Katsma (MI-P53545)
DICKINSON WRIGHT PLLC
500 Woodward Avenue
Suite 4000
Detroit, MI 48226
Telephone: 313.223.3500
Facsimile: 313.223.3598
kkatsma@dickinsonwright.com
ehowbert@dickinsonwright.com

A Key Ordinary Course Counsel for Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF NEW YORK

-----	X	
	:	Chapter 11
In re	:	
	:	
DELPHI CORPORATION, <u>et al.</u>	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	

**NOTICE OF SIXTH INTERIM APPLICATION OF DICKINSON WRIGHT PLLC
AS A KEY ORDINARY COURSE COUNSEL TO THE DEBTORS FOR ORDER
AUTHORIZING AND APPROVING COMPENSATION FOR SERVICES RENDERED
FROM JUNE 1, 2007 THROUGH AUGUST 15, 2007**

PLEASE TAKE NOTICE that on November 14, 2007, Dickinson Wright PLLC, a key ordinary course counsel to the Debtors, filed its Sixth Interim Application of Dickinson Wright PLLC for Order Authorizing and Approving Compensation for Services Rendered from June 1, 2007 through August 15, 2007, together with the following exhibits:

- A. Proposed form of Order Approving such Application
- B. Summary Sheet as to rates, hours, fees and expenses
- C. Time Records
- D. Attorney biographies

E. Certification with respect to Application

PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of the Application will be held _____, **2007 at 10:00 a.m. Eastern Time** (the "Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004.

PLEASE TAKE FURTHER NOTICE that objections, if any, to approval of the Application (a) must be in writing, (b) must conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, And Administrative Procedures, And (III) Scheduling An Initial Case Conference In Accordance With Local Bankr. R. 1007-2(e) (the "Case Management Order") (Docket No. 245), (c) must be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended)-registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) must be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) and must be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Attn: General Counsel); (ii) Dickinson Wright PLLC, 500 Woodward Avenue, Suite 4000, Detroit, Michigan 48226 (Attn: Edgar C. Howbert); (iii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Attn: John Wm. Butler, Jr.), (iv) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue,

New York, New York 10017 (Attn: Kenneth S. Ziman); (v) counsel for the agent under the postpetition credit facility, Davis Polk & Wardell, 450 Lexington Avenue, New York, New York 10017 (Attn: Brian Resnick); (vi) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins, 885 Third Avenue, New York, New York 10022 (Attn: Robert J. Rosenberg and Mark A. Broude); (vii) counsel for the Official Committee of Equity Security Holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Attn: Bonnie Steingart); (viii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Attn: Alicia M. Leonhard), in each case so as to be **received** no later than **4:00 p.m. (Eastern Time)** on _____, **2007** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those objections made in writing, in accordance with the Case Management Order, and timely filed and received by the Objection Deadline will be considered by the Bankruptcy Court at the Hearing. If no objections to the Motion are timely filed and served in accordance with the procedures set forth herein, the Bankruptcy Court may enter an order granting the Application without further notice.

Date: Detroit, Michigan
November 14 2007

DICKINSON WRIGHT PLLC

/s/ Kristi A. Katsma
Kristi A. Katsma (MI-P53545)
Dickinson Wright PLLC
500 Woodward Avenue, Suite 4000
Detroit, MI 48226
Telephone: 313.223.3500
Facsimile: 313.223.3598
kkatsma@dickinsonwright.com

*A Key Ordinary Course Counsel to the
Debtors and Debtors-in-Possession*

DETROIT 25980-99 1003225v1

Kristi A. Katsma (MI-P53545)
Edgar C. Howbert (MI-P15181)
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kkatsma@dickinsonwright.com
ehowbert@dickinsonwright.com

A Key Ordinary Course Counsel for Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF NEW YORK

-----	X	
	:	Chapter 11
In re	:	
	:	
DELPHI CORPORATION, <u>et al.</u>	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	

**CERTIFICATE OF SERVICE OF SIXTH INTERIM APPLICATION OF
DICKINSON WRIGHT PLLC AS A KEY ORDINARY COURSE COUNSEL TO
THE DEBTORS FOR ORDER AUTHORIZING AND APPROVING
COMPENSATION FOR SERVICES RENDERED FROM
JUNE 1, 2007 THROUGH AUGUST 15, 2007**

I hereby certify that, pursuant to the Order Under 11 U.S.C. § 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, entered on November 4, 2005, as modified by the Order Approving Joint Interest Agreement Between Debtors and Official Committee of Unsecured Creditors, Implementing Protective Order, and Approving Procedures to Protect Information in Fee Statements, entered on April 18, 2006 (together, the "Administrative Order"), copies of Dickinson Wright PLLC's Sixth Interim Application for Order Authorizing and Approving Compensation for Services Rendered from June 1, 2007 through August 15, 2007, was served, on this 14th day of November, 2007, by U.S. Mail, postage prepaid, on:

Office of the United States Trustee
for the Southern District of New York
33 Whitehall Street, Suite 2100
New York, NY 10004
Attn: Alicia M. Leonhard, Esq.

Delphi Corporation
5725 Delphi Drive
Troy, MI 48098
Attn: General Counsel

John William Butler, Jr., Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
333 West Wacker Drive Suite 2100
Chicago, IL 60606
Counsel for the Debtors

Robert J. Rosenberg, Esq.
Latham & Watkins LLP
885 Fourth Avenue
New York, NY 10022
Attn: Robert J. Rosenberg
Mark A. Broude
*Counsel for the Official Committee of
Unsecured Creditors*

Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, NY 10017
Attn: Kenneth S. Ziman

Davis Polk & Wardwell
450 Lexington Avenue
New York, NY 10017
Attn: Brian Resnick

Fried, Frank, Harris, Shriver & Jacobson LLP
One New York Plaza
New York, NY 10004
Attn: Bonnie Steingart
*Counsel for the Official Committee of Equity
Security Holders*

I further certify that, pursuant to the Administrative Order, notice of the filing of said Application has been provided, via electronic mail, to the "2002 Entities" listed in the database at www.delphidocket.com as of the date hereof.

Dated: Detroit, Michigan
November 13, 2007

/s/Kristi A. Katsma
Dickinson Wright PLLC
500 Woodward Avenue, Suite 4000
Detroit, MI 48226
Telephone: 313.223.3500
Facsimile: 313.223.3598

*A Key Ordinary Course Counsel to the
Debtors and Debtors-in-Possession*